



## NFRW Sample Club Bylaws

Bylaws are the most important rules that an organization must compose for itself. They are rules of such great importance that (a) Robert's Rules of Order Newly Revised states that they should not be changed without previous notice to the members and a two-thirds vote and (b) they cannot be suspended - no matter how large the vote in favor of doing so or how inconvenient the rule in question may be - unless the particular rule specifically provides for its own suspension.

The contents of an organization's bylaws have an important bearing on (a) the rights and duties of members within the organization - whether present or absent from a meeting and (b) the degree to which the general membership retains or delegates control of the organization's business. In order to give the club the greatest freedom to act within its object, bylaws should be made no more restrictive or more detailed in specifics than necessary.

Local club bylaws must contain provisions that are clearly binding by national and state bylaws. They should not contain provisions in national or state bylaws that have no local application. Any action which conflicts with national, state, or local laws, or with the bylaws or rules of an organization, even by unanimous vote, is null and void. The latest edition of *Robert's Rules of Order Newly Revised* shall govern the NFRW, State Federations and local clubs in all instances where they are applicable and in which they are not inconsistent with the bylaws.

The president and all members are responsible for the enforcement of the rules contained in the bylaws. Rules must be followed and remain in full force until they are amended or revised.

For further information on bylaws and the Bylaws Committee, please see the section of this manual on Standing Committees. The following outline illustrates the composition of bylaws - the usual articles and headings, and what each article should contain. A local club may add or strike articles and provisions to meet its specific needs. NFRW bylaw provisions that are mandatory for clubs are noted under each article. Articles are commonly designated with Roman numerals and sections with Arabic numerals.

## OUTLINE FOR BYLAWS

### **Article I: Name**

The full, exact and properly punctuated name of the local club should be given.

NFRW bylaws require that the word "Republican" be included in the title of a local club and prohibits the use of the word "Federation" in the title of a club. However, the word "Federated" may be used.

### **Article II: Objectives**

This statement is important because it sets boundaries within which business can be introduced at meetings. The objects should be concisely expressed and can be drawn from the bylaws of the National and State Federations. Objectives cannot be in conflict with NFRW objectives.

### **Article III: Policies**

Political activities in a primary contest by members who are officers may reflect adversely on a local club. It is advisable to make a provision that the club as a whole not "officially" endorse Republican candidates (including those for president and vice president) who have opposition until the primary is over. It will be for the local club to decide whether or not to include a provision in its bylaws to prevent the president and campaign activities chair of the local club from participating in primaries. Individual local club members, however, are free to work for or support candidates of their choice, as long as it is not done in the name of the Federation or local club.

### **Article IV: Members**

This Article should contain:

- a. The various classes of membership with any distinction between the classes (*Refer to NFRW Bylaws for classes*)
- b. The rights of each class (*Refer to NFRW Bylaws*)
- c. Procedure for admission
- d. What constitutes a member in good standing
- e. To whom a letter of resignation should be addressed
- f. Which body is authorized to accept the resignation (board or assembly)

NFRW bylaws require that local club shall consist of ten or more women. Local clubs become members of the National Federation only through membership in the state federation.

NFRW bylaws specify that a member shall be counted from one local club only for the purpose of delegate representation to a State or National Federation meeting or convention. She may not serve as a delegate or alternate from any other local club; that only an active, voting member of a federated local club is eligible to be a delegate or alternate to a state or national meeting or convention.

NFRW bylaws do not permit continued membership of a state federation or local club that is on record as having advocated a split party ticket or having sponsored a candidate running on an opposition ticket.

### **Article V: Officers and Their Duties**

This Article should contain:

- a. Elected officers - listed by rank - president first
- b. Appointed officers
- c. When the election will be held
- d. How the vote will be taken - written ballot or voice
- e. Vote necessary for election
- f. The term of office

*To avoid confusion as to when officers' terms begin and end, this Article should include:*

"They shall hold office for a term of \_\_\_\_years or until their successors are elected. No officer shall be eligible to serve for more than \_\_\_\_ consecutive terms in the same office. Elected officers shall assume their duties at the close of the Annual Meeting (or end of fiscal year) following election regardless of when installation takes place."

- g. When the term shall begin
- h. Limitations on number of terms
- i. Duties of officers

- j. Method and body responsible for filling vacancies in office "*A vacancy in an elective office other than the president shall be filled by the Executive Board at its next meeting following the vacancy. The first vice president fills the vacancy for the office of president.*" An officer who has served more than half a term is considered to have served a full term in that office.
- k. Procedure for removal from office

#### Section 1. Duties of the President:

- a. To preside at all meetings of the local club, the Board and the Executive Committee
- b. To represent the local club at or to designate someone as representative in her absence or inability to do so
- c. To appoint all committees except the nominating committee
- d. To appoint all special committees
- e. To appoint chairs and vice chairs of standing committees upon approval of the Executive Committee or Board
- f. To appoint a parliamentarian and historian
- g. To appoint an auditing committee to audit the treasurer's accounts and report at the Annual Meeting
- h. To prepare a program of action after consultation with the chairs of standing committees for presentation and approval by the Board of Directors
- i. To be an ex officio member of all committees except the nominating committee
- j. To co-sign checks, in an emergency and by vote of a majority of the Executive Committee, in the inability of the treasurer to do so

#### Section 2. Duties of the Vice Presidents:

The vice presidents in their order shall perform the duties of the president in her absence, and they shall perform such other duties as may be assigned to them by the president.

Section 3. Duties of the Recording Secretary:

- a. To record the minutes of all meetings of the local club, Board, and Executive Committee*
- b. To be custodian of all records*
- c. To keep an accurate roster of members*
- d. To issue notices and conduct general correspondence of the local club*
- e. To perform such other duties as may be assigned to her by the president*

Section 4. Duties of the Treasurer:

- a. To be custodian of all local club funds
- b. To collect all dues and notify members whose dues are in arrears
- c. To be authorized to co-sign checks
- d. To disburse funds as directed by the Executive Committee or Board of Directors
- e. To make written reports of receipts and disbursements at all meetings and as directed by the president
- f. To be a member of the budget committee
- g. To submit an audited annual report to the Board of Directors and the membership

Section 5. Officers' Records.

All officers and all committee chairs and vice chairs shall deliver all records, files and properties of the local club to their successors within one week after retiring from office.

## **Article VI: Meetings**

This Article should contain:

- a. The day on which the regular meetings are held unless otherwise ordered by the local club. There must be a minimum of five per year (in accordance with NFRW Bylaws).
- b. Provision for changing the meeting day in an unusual circumstance
- c. Which regular meeting shall be the Annual Meeting  
"The meeting in \_\_\_\_\_ shall be the Annual Meeting and shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business necessary."
- d. By whom special meetings may be called & the number of days notice required (only business specified in the call of the meeting may be transacted).
- e. Establish a quorum for regular and special meetings

## **Article VII: Board of Directors and Executive Committee**

This Article should contain:

- a. Composition of board - (elected officers plus standing committee chairs)
- b. Powers and duties of the board
- c. Day for regular meetings
- d. By whom special meetings can be called (number of days notice required; no business except that specified in the call shall be transacted).
- e. Quorum for meeting (a majority of the members of the board). If there is an Executive Committee, it is composed of the elected officers, and the board should be called the Board of Directors.

## **Article VIII: Committees**

This Article should contain:

- a. Names of the Standing Committees to be consistent with the NFRW and state federation. These should include Bylaws, Campaign, Fundraising, Legislative, Membership, Program and Public Relations. Other committees can be appointed when the need arises, but additional standing committees require a bylaws amendment.
- b. Appointing authority
- c. Term of office
- d. A separate section devoted to each of the committees should contain: name of the committee, composition, manner of selection (if not stated elsewhere) and duties
- e. The authority to establish special committees
- f. Special committees appointing authority
- g. Ex officio members

## **Article IX: Nominations and Elections**

This Article should contain:

- a. The meeting at which the nominating committee will be elected
- b. The number of members and alternates on the committee
- c. The duties of the committee
- d. The time for the committee to report to the local clubs
- e. How the chair of the committee is elected
- f. Requirements for being nominated to an office
- g. Provisions for nominations from the floor

*NFRW and State Federation nominating committees are elected. It is recommended that local clubs follow the same procedure.*

- h. Include the manner in which delegates and alternates are selected for state and national conventions
- i. Proxy voting should not be allowed

### **Article X: Dues, Fees and Finances**

This Article should contain:

- a. A statement to the effect that a member is in good standing when she has paid her annual dues to the local club, state federation and NFRW.
- b. The specific amount of annual dues, which must include per capita dues for state and national federations does not have to be mentioned. This allows the dues amount to be increased when national and state increase their dues without requiring a vote on the bylaws. Members need to understand what this amount is composed of when it is asked of them.
- c. The date payable
- d. The time and prescribed procedure for notifying members if they become delinquent in payments
- e. The date on which a member will be dropped for nonpayment of dues
- f. Assessment fee - members cannot be assessed any additional fees aside from dues unless the bylaws authorize assessment of additional fees, so a statement to that effect should be included
- g. What body submits the budget
- h. Meeting at which the budget is submitted
- i. What body approves the budget
- j. Date for audit
- k. Fiscal year (NFRW and all affiliates shall be from January 1 through December 31)
- l. A statement to the effect that to be in good standing a local club shall pay a service charge. The amount of this service charge is



\$15.00 and must be included with their first dues remittance to their state federation to be forwarded to NFRW.

#### **Article XI: Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the local club may adopt.

#### **Article XII: Amendment of Bylaws**

These bylaws may be amended at any regular meeting of the local club by a two-thirds vote provided that notice of the proposed amendment has been sent to each member at least \_\_\_\_ days prior to the meeting or, provided that notice of the proposed amendment has been submitted in writing at the previous regular meeting.

#### **Article XII: Dissolution**

**This local club may be dissolved by a two-thirds vote at any meeting of the local club, provided that notice of the dissolution has been submitted in writing at the previous meeting and has been sent by mail to all members of the local club. In the event of dissolution, the Board of Directors shall, after payment of all liabilities of the local club, distribute any remaining assets to the state federation. No funds shall inure to the benefit of any member.**